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14 Attorneys for Plaintiff
15 VISA U.S.A. INC.

16 IN THE UNITED STATES DISTRICT COURT
17 FOR THE NORTHERN DISTRICT OF CALIFORNIA

18 VISA U.S.A. INC.,

19 Plaintiff,

20 vs.

21 MARITZ INC., d/b/a MARITZ
22 LOYALTY MARKETING,

23 Defendant.

Case No. CV-07-5585 JSW

**DECLARATION OF RODERICK M.
THOMPSON IN SUPPORT OF VISA USA
INC.'S OPPOSITION TO DEFENDANT
MARITZ INC.'S ADMINISTRATIVE
REQUEST TO CONTINUE THE
HEARING DATE ON VISA U.S.A. INC.'S
MOTION TO COMPEL ARBITRATION;
AND *EX PARTE* APPLICATION FOR
DISCOVERY**

24 I, Roderick M. Thompson, declare as follows:

25 1. I am an attorney licensed to practice law in the State of California, and a partner
26 with the law firm of Farella Braun + Martel LLP, counsel for Plaintiff Visa U.S.A. Inc. ("Visa")
27 in this action. I have first hand knowledge of the following facts; if called as a witness, I would
28 testify to the same.

2. Attached hereto as Exhibit A is a true and correct copy of an email exchange
between Robert Holtzapple and Ryan Hilbert dated December 7, 2007.

3. Attached hereto as Exhibit B is a true and correct copy of a letter from Roderick M. Thompson to Charles Weiss, dated January 14, 2008.

8. Attached hereto as Exhibit C is a true and correct copy of a letter (redacted for Confidentiality purposes) from Charles Weiss to Roderick M. Thompson dated January 14, 2008.

4. Attached hereto as Exhibit D is a true and correct copy of a letter from Elizabeth Buse to Kelvin Taylor dated April 20, 2007.

5. Attached hereto as Exhibit E is a true and correct copy of a letter from Elizabeth Buse to Kelvin Taylor dated June 5, 2007.

6. Attached hereto as Exhibit F is a true and correct copy of a letter from Roderick M. Thompson to Kelvin Taylor dated July 2, 2007.

7. Attached hereto as Exhibit G is a true and correct copy of the Letter Agreement, executed on July 10, 2007.

8. To the best of my knowledge, between the July 2 letter – which for the first time proposes arbitration – and the signing of the Letter Agreement on July 10th, the only contact between parties about arbitration or the Letter Agreement were between me, Visa’s outside counsel, and Maritz’s Associate General Counsel, Steve Gallant.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on January 16, 2008, at San Francisco, California.

/s/ Roderick M. Thompson
Roderick M. Thompson